

WC 87-275

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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FCC/MELLON  
NOV 27 2007

November 27, 2007

**DATE STAMP & RETURN**

**VIA COURIER**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of Manhattan Telecommunications Corporation and Capital Telecommunications, Inc. for Consent to Assign Customers Between Companies Holding International Authorizations and Blanket Domestic Authorizations

Dear Ms. Dortch:

Manhattan Telecommunications Corporation and Capital Telecommunications, Inc. (together, “Applicants”) hereby file the above-referenced application regarding a transfer of customers. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00 to cover the requisite filing fee required for this application.

Pursuant to Section 63.04(b) of the Commission’s Rules, the Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application (“Combined Application”). The Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary  
November 27, 2007  
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully Submitted,

A handwritten signature in black ink that reads "Melissa Conway". The signature is written in a cursive, flowing style.

Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>358145</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Kelley Drye &amp; Warren LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>3050 K Street, NW</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 400</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-342-8552</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0013351895</b>			
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>Manhattan Telecommunications Corporation</b>			
(14) STREET ADDRESS LINE NO. 1 <b>44 Wall Street, 6th Floor</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>New York</b>		(17) STATE <b>NY</b>	(18) ZIP CODE <b>10005</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>212-607-2000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0004365144</b>			
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Melissa Conway</u>		DATE <u>11/27/07</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

**Capital Telecommunications, Inc.**

(14) STREET ADDRESS LINE NO. 1

**200 West Market Street**

(15) STREET ADDRESS LINE NO. 2

(16) CITY

**York**

(17) STATE

**PA**

(18) ZIP CODE

**17401**

(19) DAYTIME TELEPHONE NUMBER (include area code)

**717-848-8800**

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

**0003743119**

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>MANHATTAN TELECOMMUNICATIONS CORPORATION</b>	)	<b>WC Docket No. _____</b>
<b>ASSIGNEE,</b>	)	
	)	
<b>CAPITAL TELECOMMUNICATIONS, INC.</b>	)	<b>IB File No. _____</b>
<b>ASSIGNOR,</b>	)	
	)	
<b>Application for Consent to Assign</b>	)	
<b>Customers Between Companies Holding</b>	)	
<b>International Authorizations and Blanket</b>	)	
<b>Domestic Authorizations Pursuant</b>	)	
<b>to Section 214 of the Communications Act</b>	)	
<b>of 1934, as Amended</b>	)	

**APPLICATION**

Manhattan Telecommunications Corporation d/b/a Metropolitan Telecommunications ("MetTel") and Capital Telecommunications, Inc. ("CTI," and together with MetTel, "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.04, 63.24(e), to assign certain customers, customer contracts, associated customer account information and customer deposits from CTI to MetTel. The customers to be assigned from CTI to MetTel are certain local and long distance resale customers located in the following states: Connecticut, Delaware, Maryland, New Jersey and Pennsylvania (the "Customers"). Both CTI and MetTel are non-dominant telecommunications carriers authorized by the Commission to provide domestic and international services. After

consummation of the assignment, MetTel will provide telecommunications services to the Customers. CTI will continue to hold its telecommunications authorizations and provide service to its other customers.

The proposed transaction is not expected to result in any loss or impairment of service to any of the Customers. The Customers will continue to receive their existing services at the same rates, terms and conditions as at present. Future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The only material change will be in the Customers' service provider. Notice of the change will be provided to the Customers in accordance with Section 64.1120 of the Commission's Rules. Customers will still be responsible for any applicable early contract termination charges if they choose a service provider other than MetTel.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of assets. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the proposed transaction, MetTel (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide

competitive services exclusively in areas served by a dominant local carrier not a party to the transactions, and (b) the Applicants (including their affiliates) are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) MetTel is not affiliated with a dominant foreign carrier, (b) MetTel will not become affiliated with any foreign carrier as a result of the proposed transaction, and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

The Applicants respectfully request approval of this Application as soon as possible.

## **I. APPLICANTS**

### **A. MetTel**

MetTel (FRN 0004365144) is a privately-held corporation organized under the laws of the state of Delaware. MetTel is a direct, wholly owned subsidiary of Metropolitan Telecommunications Holding Company ("MetTel Holding"), also a Delaware corporation. MetTel's principal business address is located at 44 Wall Street, 6<sup>th</sup> Floor, New York, New York 10005. The ownership of MetTel Holding is described in Section IV below.

MetTel has authority from the Commission to provide resold switched international telecommunications services.<sup>1</sup> MetTel is considered a non-dominant carrier

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<sup>1</sup> See File No. ITC-214-19970411-00203 (formerly, ITC-97-216) on May 30, 1997. See Public Notice, Rep. No. TEL-80-A (rel. June 5, 1997, grant effective May 30, 1997).

under the Commission's Rules. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. §63.09(e), with a dominant U.S. or foreign facilities-based carrier.

MetTel was founded in 1996 as a full-service telecommunications company and developed into a rapidly expanding integrated communications provider. Either directly or through its wholly owned "MetTel" operating subsidiaries,<sup>2</sup> MetTel currently provides local exchange, interexchange, international and advanced data and Internet services to customers in the following states: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, District of Columbia, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan,

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<sup>2</sup> In New York, MetTel provides service directly to consumers. In other states, MetTel provides service through wholly-owned "MetTel" subsidiaries: Metropolitan Telecommunications of Alabama, Inc., Metropolitan Telecommunications of Arizona, Inc., Metropolitan Telecommunications of Arkansas, Inc., Metropolitan Telecommunications of California, Inc., Metropolitan Telecommunications of Colorado, Inc., Metropolitan Telecommunications of CT, Inc., Metropolitan Telecommunications of D.C., Inc., Metropolitan Telecommunications of DE, Inc., Metropolitan Telecommunications of Florida, Inc., Metropolitan Telecommunications of Georgia, Inc., Metropolitan Telecommunications of Idaho, Inc., Metropolitan Telecommunications of Illinois, Inc., Metropolitan Telecommunications of Indiana, Inc., Metropolitan Telecommunications of Iowa, Inc., Metropolitan Telecommunications of Kansas, Inc., Metropolitan Telecommunications of Kentucky, Inc., Metropolitan Telecommunications of Louisiana, Inc., Metropolitan Telecommunications of Maine, Inc., Metropolitan Telecommunications of Maryland, Inc., Metropolitan Telecommunications of Mass, Inc., Metropolitan Telecommunications of Michigan, Inc., Metropolitan Telecommunications of Minnesota, Inc., Metropolitan Telecommunications of Mississippi, Inc., Metropolitan Telecommunications of Missouri, Inc., Metropolitan Telecommunications of Montana, Inc., Metropolitan Telecommunications of Nebraska, Inc., Metropolitan Telecommunications of Nevada, Inc., Metropolitan Telecommunications of New Hampshire, Inc., Manhattan Telecommunications Corporation of New Jersey, Inc., Metropolitan Telecommunications of New Mexico, Inc., Metropolitan Telecommunications of North Carolina, Inc., Metropolitan Telecommunications of North Dakota, Inc., Metropolitan Telecommunications of Ohio, Inc., Metropolitan Telecommunications of Oklahoma, Inc., Metropolitan Telecommunications of Oregon, Inc., Metropolitan Telecommunications of PA, Inc., Metropolitan Telecommunications of Rhode Island, Inc., Metropolitan Telecommunications of South Carolina, Inc., Metropolitan Telecommunications of South Dakota, Inc., Metropolitan Telecommunications of Tennessee, Inc., Metropolitan Telecommunications of Texas, Inc., Metropolitan Telecommunications of Utah, Inc., Metropolitan Telecommunications of Vermont, Inc., MetTel of VA, Inc., Metropolitan Telecommunications of Washington, Inc., Metropolitan Telecommunications of West Virginia, Inc., Metropolitan Telecommunications of Wisconsin, Inc. and Metropolitan Telecommunications of Wyoming, Inc.



Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. MetTel's wholly owned subsidiary, Business Productivity Solutions, Inc. ("BPS"), a Minnesota corporation, is authorized to provide resold intrastate and interstate telecommunications services throughout the contiguous United States and the District of Columbia. Additionally, BPS is authorized to provide local exchange services in Connecticut, Delaware, Hawaii, Kansas, Missouri, Massachusetts, North Dakota, Oregon, Tennessee and Wisconsin. Taken as a whole, MetTel and its subsidiaries have become one of the fastest growing, full-service competitive local exchange carriers, serving customers in the 48 contiguous states and the District of Columbia.

Currently, MetTel has no other affiliates that offer domestic telecommunications services.

#### **B. CTI**

CTI is a wholly owned subsidiary<sup>3</sup> of Starvox Communications, Inc. ("Starvox") (FRN 0013262399), a California corporation located at 2728 Orchard Parkway, San Jose, California 95134. Starvox is a non-dominant carrier authorized to provide switched and dedicated intrastate, interstate, and international long distance message toll

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<sup>3</sup> CTI became a wholly owned subsidiary of Starvox in File No. ITC-T/C-20070501-00173, granted August 16, 2007. A letter dated July 25, 2007 from U.S. Wireless Data, Inc., Starvox and CTI to DOJ, FBI and DHS (the "Agencies") commit the companies to abide by all of the commitments made in their letter agreement dated September 13, 2006. The Agencies filed a petition to adopt conditions to authorizations and licenses on August 10, 2007, stating that they did not object to the grant of the transfer of control application.

telecommunications services to business, enterprise (multi-location businesses), and carrier customers on a retail and wholesale basis. Starvox provides retail long distance services in California, D.C., Florida, Georgia, Illinois, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington. Starvox provides international service pursuant to its Section 214 authorization.<sup>4</sup>

CTI (FRN 0003743119) is a Pennsylvania corporation located at 200 West Market Street, York, Pennsylvania 17401. CTI is a non-dominant carrier authorized to provide traditional local, long distance and data services primarily to small and medium-sized businesses in Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York, Pennsylvania and Texas. CTI also provides international telecommunications services pursuant to its Section 214 authorization.<sup>5</sup>

On August 13, 2007, the Commission granted the application to transfer control of Starvox from its shareholders to U.S. Wireless Data, Inc. ("USWI").<sup>6</sup> As a result of this transaction, Starvox became a wholly owned subsidiary of USWI, and thus, CTI became an indirect, wholly owned subsidiary of USWI. The ownership of USWI is described in the transfer of control filing referenced in footnote 6 and will not change as a result of the transaction described herein. Currently, CTI has no other affiliates that offer domestic telecommunications services.

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<sup>4</sup> See Section 214 license to provide global resale and facilities-based international service granted by the Commission in File No. ITC-214-20050407-00146. See Public Notice, DA No. 05-129, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005).

<sup>5</sup> See Section 214 license to provide global resale international service granted by the Commission in File No. ITC-214-19920520-00115 (Old File No. ITC-92-169). See Order, Authorization and Certificate DA 92-984 (adopted July 22, 1992, rel. August 7, 1992).

<sup>6</sup> See ITC-T/C-20070501-00175, granted August 13, 2007.

Upon consummation of the proposed transaction, CTI and Starvox will continue to hold their Commission authorizations to provide domestic and international telecommunications services and to serve their customers not being assigned to MetTel in the transaction described herein.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement dated November 21, 2007, among Starvox and CTI (individually and collectively as the "Seller") and MetTel and each of the several purchaser designees (individually and collectively as the "Purchasers"), the Purchasers intend to purchase certain customers, customer contracts, customer deposits and associated customer account information from the Seller (the "Transaction"). As noted above, the Customers involved in the Transaction are certain local and long distance resale customers of CTI located in Connecticut, Delaware, Maryland, New Jersey and Pennsylvania. After consummation of the Transaction, MetTel will provide telecommunications services to the Customers directly pursuant to its own telecommunications authorizations.

The proposed transfer of the Customers from CTI to MetTel will have no adverse impact on the Customers. The Customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, MetTel will provide advance written notice to the Customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state requirements for changing a

customer's presubscribed carrier. MetTel will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, to comply with the Commission's slamming requirements. Customers will still be responsible for any applicable early contract termination charges if they choose a service provider other than MetTel.

### **III. PUBLIC INTEREST STATEMENT**

The Transaction described herein will serve the public interest. MetTel has a strong management team that will continue to provide high quality telecommunications services to the Customers. MetTel's purchase of the CTI Customers will strengthen MetTel and enable it to concentrate its resources and expertise on providing innovative and diversified service offerings to customers nationwide. These enhancements will inure directly to the benefit of the Customers, as well as indirectly to consumers generally in the telecommunications marketplace.

At the same time, the proposed transfer of customers does not present any anti-competitive issues. The Applicants emphasize that, following the transfer, the former CTI customers will continue to receive services from a qualified carrier, which services will be consistent with the quality of services currently provided by CTI. The Applicants anticipate that customers will experience a seamless transition of service provider. Further, the Customers will be sufficiently notified of the Transaction and their rights. In addition, no carrier is being eliminated as a result of the Transaction. CTI and Starvox will continue to provide service to customers apart from those involved in the Transaction.

In sum, grant of this Application will serve the public interest by strengthening the competitive position of MetTel without negative impact to either the Customers or competition in the markets in which CTI operates.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

Manhattan Telecommunications Corporation, d/b/a  
Metropolitan Telecommunications (Assignee)  
44 Wall Street, 6<sup>th</sup> Floor  
New York, New York 10005  
Tel: (212) 607-2000

Capital Telecommunications, Inc. (Assignor)  
200 West Market Street  
York, Pennsylvania 17401  
Tel: (717) 848-8800

- (b) MetTel is a corporation organized under the laws of the state of Delaware. CTI is a corporation organized under the laws of the state of Pennsylvania.

- (c) Correspondence concerning this Application should be sent to:

Melissa Conway  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8552  
Fax: (202) 342-8451  
mconway@kelleydrye.com

For the Assignee:  
Andoni Economou  
COO/Executive Vice President  
Manhattan Telecommunications Corporation

44 Wall Street, 6<sup>th</sup> Floor  
New York, New York 10005  
Tel: (212) 607-2004  
Fax: (212) 635-5074  
[aeconomou@mettel.net](mailto:aeconomou@mettel.net)

For the Assignors:

Chris McKee  
General Counsel  
Starvox Communications, Inc.  
43480 Yukon Drive, Suite 201  
Ashburn, VA 20147  
Tel: (202) 903-0401  
Fax: (202) 330-5106  
[cmckee@starvox.com](mailto:cmckee@starvox.com)

- (d) MetTel has authority to provides resold switched international services pursuant to Section 214 authorization granted by the Commission in File No. ITC-214-19970411-00203 (formerly, ITC-97-216) on May 31, 1997. *See* Public Notice, Rep. No. TEL-80-A (rel. June 5, 1997, grant effective May 30, 1997). CTI has authority to provide global resale international service pursuant to Section 214 authorization granted by the Commission in File No. ITC-214-19920520-00115 (Old File No. ITC-92-169). *See* Order, Authorization and Certificate DA 92-984 (adopted July 22, 1992, rel. August 7, 1992).
- (h) MetTel is a wholly owned subsidiary of Metropolitan Telecommunications Holding Company ("MTHC"). MTHC, a Delaware corporation that functions as a holding company, has principal offices at 44 Wall Street, 6<sup>th</sup> Floor, New York, New York 10005. MTHC's principal business is telecommunications. The following individuals or entities hold a 10 percent or greater direct ownership interest in MTHC:

(1) Marshall Aronow  
210 East 68<sup>th</sup> Street, #11A  
New York, New York 10012  
Citizenship: U.S.  
Principal business: Investment  
Percent Equity: 28%

(2) David Aronow  
515 East 12<sup>th</sup> Street  
New York, New York 10009  
Citizenship: U.S.  
Principal business: Investment  
Percent Equity: 27%

(3) Joseph Aronow Trust U/A 4/13/99  
500 East 77<sup>th</sup> Street  
New York, New York 10027  
Citizenship: U.S.  
Principal business: Investment  
Percent Equity: 13.5%

(4) Deborah Aronow Trust U/A 4/13/99  
500 East 77<sup>th</sup> Street  
New York, New York 10027  
Citizenship: U.S.  
Principal business: Investment  
Percent Equity: 13.5%

No other individual or entity holds a 10% or greater indirect ownership interest in MetTel.

MetTel states that following consummation of the Transaction, no officer or director of MetTel will also be an officer or director of any foreign carrier.

- (i) As evidenced by the signatures to this Application, MetTel certifies that (a) MetTel is not a foreign carrier and is not affiliated with a foreign carrier, and (b) MetTel will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (j) As evidenced by the signatures to this Application, MetTel certifies that, through its acquisition of the affected customers of CTI, it does not seek to provide international telecommunications services to any destination country where (a) MetTel is a foreign carrier; (ii) MetTel controls a foreign carrier; (iii) any entity that owns more than 25 percent of MetTel, or that controls MetTel, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or Applicants that control foreign carriers) own, in the aggregate, more than 25 percent of MetTel and are Applicants to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signatures to this Application, MetTel certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses

market power on the foreign end of the route, and that MetTel will not enter into such agreements in the future.

- (o) As evidenced by the signatures to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules, because (i) MetTel is not affiliated with a dominant foreign carrier; (ii) MetTel will not become affiliated with any foreign carrier as a result of the proposed transactions; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

#### **V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.



## VI. CONCLUSION


Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Manhattan Telecommunications Corporation,  
d/b/a  
Metropolitan Telecommunications

By: \_\_\_\_\_  
Ardoni Economou  
Executive Vice President  
Manhattan Telecommunications Corporation  
44 Wall Street, 6<sup>th</sup> Floor  
New York, New York 10005  
Tel: (212) 607-2000

Capital Telecommunications, Inc.

By:   
Chris McKee  
General Counsel  
Capital Telecommunications, Inc.  
43480 Yukon Drive, Suite 201  
Ashburn, VA 20147  
Tel: (202) 903-0401

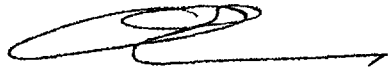
Date: November 27, 2007

## VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Manhattan Telecommunications Corporation,  
d/b/a  
Metropolitan Telecommunications

By:   
Andoni Economou  
Executive Vice President  
Manhattan Telecommunications Corporation  
44 Wall Street, 6<sup>th</sup> Floor  
New York, New York 10005  
Tel: (212) 607-2000

Capital Telecommunications, Inc.

By: \_\_\_\_\_  
Chris McKee  
General Counsel  
Capital Telecommunications, Inc.  
43480 Yukon Drive, Suite 201  
Ashburn, VA 20147  
Tel: (202) 903-0401

Date: November 27, 2007

## LIST OF EXHIBITS

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## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

#### **63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

#### **63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed transaction, MetTel (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction. Finally, neither MetTel nor CTI nor any affiliate of any of the companies is dominant with respect to any service it provides.

#### **63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

#### **63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.